

RECORDATION NO. 13685-K FILE 13685

RECORDATION NO. 13685-L FILE 13685

DEC 1 - 1982 - 11 15 AM

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INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

Ms. Agatha L. Mergenovich,
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Washington, D. C.

Re: Southern Pacific 82-1

Dear Ms. Mergenovich:

Enclosed for recordation under Section 11303(a) of Title 49 of the U.S. Code are the original and two counterparts of each of Acceptance Supplement No. 8 dated December 1, 1982 and Acceptance Supplement No. 9 dated December 1, 1982 executed pursuant to an Equipment Lease Agreement dated as of March 1, 1982, as amended by the First Amendment dated as of November 5, 1982 (collectively the "Lease") each between Southern Pacific Transportation Company, as lessee, and MMB Partners, as lessor, which is the primary document for these Acceptance Supplements. These Acceptance Supplements are secondary documents; their primary document was filed on June 29, 1982 at 12:45 P.M. and assigned recordation no. 13685.

A general description of the railroad maintenance-of-way equipment covered by the enclosed documents and intended for use related to interstate commerce is set forth in Schedule A attached hereto and made a part hereof.

The names and addresses of the parties to these documents are as follows:

Lessor:	MMB Partners c/o Mitsui Manufacturers Bank 135 East Ninth Street Los Angeles, California 90015
Lessee:	Southern Pacific Transportation Company One Market Plaza San Francisco, California 94111

The undersigned is the Lessor mentioned in the enclosed documents and has knowledge of the matters set forth therein.

Please return the original and one counterpart of each of these documents to Ms. Janice Wajda, Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also enclosed is a check in the amount of \$20.00 covering the required recording fee.

RECEIVED
DEC 1 11 10 AM '82
I.C.C.
FEE OPERATION BR.

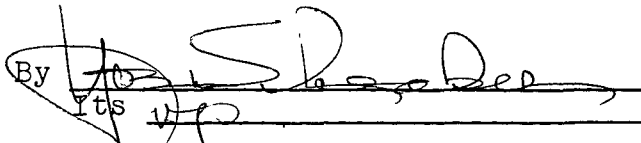
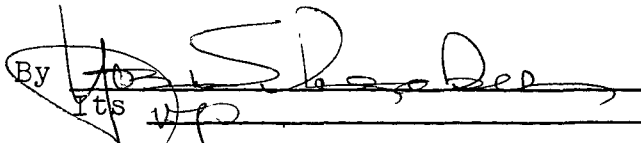
A short summary of the enclosed documents to appear in the Index follows:

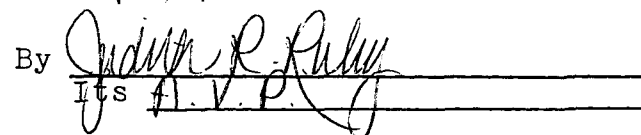
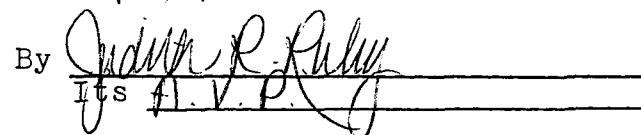
Acceptance Supplement No. 8 dated December 1, 1982 and Acceptance Supplement No. 9 dated December 1, 1982, both executed pursuant to the Equipment Lease Agreement dated as of March 1, 1982, as amended by the First Amendment dated as of November 5, 1982, each between MMB Partners, as Lessor, c/o Mitsui Manufacturers Bank, 135 East Ninth Street, Los Angeles, California 90015, and Southern Pacific Transportation Company, as Lessee, One Market Plaza, San Francisco, California 94111, covering railroad maintenance-of-way equipment.

Very truly yours,

MMB PARTNERS, a California general partnership acting pursuant to a Restated and Amended Partnership Agreement dated as of December 15, 1981 between Mitsui Manufacturers Bank and Steiner Financial Corporation

By Mitsui Manufacturers Bank,
Its Managing Partner

By  Its 

By  Its 

LESSOR

DESCRIPTION OF EQUIPMENT

<u>Unit No.</u>	<u>Equipment Description</u>	<u>Vendor</u>	<u>Serial No.</u>
134	Tamper	Jackson-Jordan	139274
135	Tamper	" "	139273
136	Tie Remover	Kershaw	47-152
137	Tie Remover	" "	47-153
138	Ballast Regulator	" "	26-1628
139	Ballast Regulator	" "	26-1629
140	Yard Cleaner	" "	29-179
141	Rhino Ramp/ Hostling Tractor	Louis Heller	1H9H3CA83CF027008
142	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA85CF027009
143	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA81CF027010
144	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA83CF027011
145	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA85CF027012
146	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA87CF027013
147	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA89CF027014
148	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA80CF027015
149	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA82CF027016
150	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA84CF027017
151	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA86CF027018
152	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA88CF027019
153	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA84CF027020
154	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA86CF027021
155	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA88CF027022
156	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA8XCF027023
157	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA81CF027024
158	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA83CF027025
159	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA86CF027026

<u>Unit No.</u>	<u>Equipment Description</u>	<u>Vendor</u>	<u>Serial No.</u>
160	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA87CF027027
161	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA89CF027028
162	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA80CF027029
163	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA87CF027030
164	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA89CF027031
165	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA80CF027032
166	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA82CF027033
167	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA84CF027034
168	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA86CF027035
169	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA88CF027036
170	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA8XCF027037
171	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA81CF027038
172	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA83CF027039
173	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA8XCF027040
174	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA81CF027041
175	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA83CF027042

Rec. No 13685-K

RECORDED IN 13685-K
FILED 1488

DEC 1 - 1982 - 11 15 AM
INTERSTATE COMMERCE COMMISSION

ACCEPTANCE SUPPLEMENT

Supplement No. 8
Date December 1, 1982

THIS ACCEPTANCE SUPPLEMENT is executed pursuant to that certain Equipment Lease Agreement (Lease) dated as of March 1, 1982 between MMB Partners, a California general partnership acting pursuant to a Restated and Amended Partnership Agreement dated as of December 15, 1981 between Mitsui Manufacturers Bank and Steiner Financial Corporation, and Southern Pacific Transportation Company.

The terms used herein shall have the meaning given to such terms in the Lease.

Lessee hereby confirms that the Unit described on Schedule A hereto has been delivered as of this date and that the Term of the Lease with respect to such Unit shall be as provided in Schedule A and in the Lease and Schedule thereto.


Lessee confirms that, at the time of delivery set forth on Schedule A to this Acceptance Supplement, (a) such Unit has been examined by duly appointed and authorized representatives of Lessee; (b) such Unit was duly accepted by Lessee as a Unit for leasing under the Lease; (c) such Unit became subject to and governed by the terms of the Lease; and (d) Lessee became obligated to pay to Lessor the Quarterly Rent and all other amounts provided for in the Lease and the Schedule with respect to such Unit.

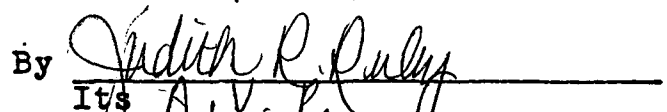
Lessee represents and warrants that the Unit covered hereby is new Section 38 property and was not placed in the service or otherwise used prior to delivery and acceptance of such Unit under the Lease.

Lessee further represents and warrants that (i) no default or event which, with the giving of notice or the lapse of time, or both, would become such a default under the Lease has occurred and is continuing; and (ii) the representations and

warranties of Lessee contained in the Lease and any agreement relating thereto are true and correct on and as of the date hereof.

MMB PARTNERS, a California general partnership acting pursuant to a Restated and Amended Partnership Agreement dated as of December 15, 1981 between Mitsui Manufacturers Bank and Steiner Financial Corporation Mitsui Manufacturers Bank, Managing Partner

By 
Its VP

By 
Its A.V.P.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By 
Its VICE PRESIDENT-PURCHASING

STATE OF

COUNTY OF

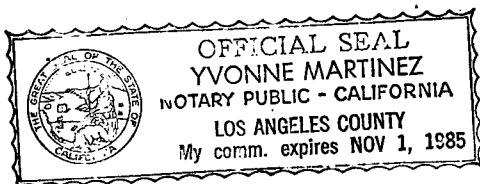
)
) SS
)

On this 29th day of November, 1982, before me personally appeared Yuse N. Inaba and Cynthia R. Ruby, to me personally known, who being by me duly sworn, says that they are the Vice President and Asst. V. P. respectively of Mitsui Manufacturers Bank, managing partner of MMB Partners, a California general partnership, that said instrument was signed on behalf of said general partnership by authority of its partners, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said general partnership.

Yvonne Martinez
Notary Public

[NOTARIAL SEAL]

My commission expires:

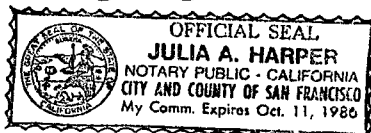


STATE OF

COUNTY OF

)
) SS
)

On this 1st day of DECEMBER, 1982, before me personally appeared D. K. ROSE, to me personally known, who being by me duly sworn, says that he is the VICE PRESIDENT-PURCHASING of SOUTHERN PACIFIC TRANSPORTATION COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Julia Harper
Notary Public

[NOTARIAL SEAL]

My commission expires: October 11, 1986



SCHEDULE A

Louis Heller Inc. a Southern Pacific Company

1766 El Camino Real, Burlingame, CA 94010

(415) 692-1300

MMB PARTNERS

INVOICE # 12018201

% STEINER FINANCIAL CORP.

DATE DECEMBER 1, 1982

ONE MARKET PLAZA

FOB FRESNO PLANT, CALIFORNIA

SAN FRANCISCO, CA 94105

ATTENTION: MR. BRUCE MC DERMOTT
VICE PRESIDENT

CUSTOMERS PO # R1272-64-10213

18 - 2-AXLE AND 3 - 3-AXLE RHINO TRACTORS
AS PER SPECIFICATIONS @ \$45,636.00 EA.,
PLUS APPLICABLE TAX AND DESTINATION
CHARGES, F.O.B., FRESNO, CALIFORNIA

\$ 958,356.00

ATTACHED:

1. VEHICLE IDENTIFICATION NUMBER (VIN)
AND DESTINATION LISTING. (EXHIBIT A).2. DESTINATION SCHEDULE & CHARGES.
(EXHIBIT B).

7,313.23

SALES TAX (REF DESTINATION SCHEDULE) -
15 TRACTORS:

41,072.40

NO F.E.T. (OFF-HIGHWAY USE)

TOTAL

\$ 1,006,741.63

PLEASE REMIT TO:

LOUIS HELLER, INC.

P.O. BOX 44707

SAN FRANCISCO, CA. 94144

TERMS NET 10 DAYS

A FINANCE CHARGE OF 1 1/2% PER MONTH -
18% ANNUAL - WILL BE ADDED TO PAST DUE
ACCOUNTS

EXHIBIT A

LOUIS HELLER INC

VIN AND DESTINATION LIST

RHINO TRACTORS FOR MMB PARTNERS

11/24/82 PREPARED BY T.S. SWARTS

	DESTINATION: CITY	ST
	-----	---
1H9H3CA83CF027008	LOS ANGELES	CA
1H9H3CA85CF027009	LOS ANGELES	CA
1H9H3CA81CF027010	LOS ANGELES	CA
1H9H3CA83CF027011	LOS ANGELES	CA
1H9H3CA85CF027012	LOS ANGELES	CA
1H9H3CA87CF027013	LOS ANGELES	CA
1H9H3CA89CF027014	LOS ANGELES	CA
1H9H3CA80CF027015	LOS ANGELES	CA
1H9H3CA82CF027016	LOS ANGELES	CA
1H9H3CA84CF027017	LOS ANGELES	CA
1H9H3CA86CF027018	LOS ANGELES	CA
1H9H3CA88CF027019	LOS ANGELES	CA
1H9H3CA84CF027020	LOS ANGELES	CA
1H9H3CA86CF027021	LOS ANGELES	CA
1H9H3CA88CF027022	LOS ANGELES	CA
1H9H3CA8XCF027037	LAKE CHARLES	LA
1H9H3CA81CF027038	SHREVEPORT	LA
1H9H3CA83CF027039	DALLAS	TX
1H9H3CA8XCF027040	DALLAS	TX
1H9H3CA81CF027041	DALLAS	TX
1H9H3CA83CF027042	TUCSON	AZ

DECEMBER 1, 1982

EXHIBIT B

DECEMBER 1, 1982

PMT DESTINATION AND DESTINATION CHARGE SCHEDULE

<u>DESTINATION</u>	<u>NUMBER OF TRACTORS</u>	<u>DESTINATION CHARGE EACH</u>	<u>TOTAL DESTINATION CHARGE</u>	<u>CALIFORNIA SALES TAX APPLICABILITY</u>
Los Angeles, Ca.	15	\$ 116.67	\$1,750.00	YES
Lake Charles, La.	1	729.23	729.23	NO
Shreveport, La.	1	437.00	437.00	NO
Dallas, Tx.	3	622.66	1,868.00	NO
Tucson, Az.	<u>1</u>	2,529.00	<u>2,529.00</u>	NO
	21		\$7,313.23	

Total - 15 RHINOs in California
6 RHINOs Out of State

Attachments to
Acceptance Supplement #8
Southern Pacific
Interim Funding
December 1, 1982

Acceptance Supplement Unit No.	Equipment Description	Vendor	Equipment Cost	Rental Payment Quarterly	Term	Serial No.	Location	Invoiced For Sales Tax	Sales Tax Status	P.O. Number	Co. No.
8/134	Rhino Tractor	Louis Heller	\$47,940.08	\$2,250.69	6 Yrs	1H9H3CA83CF027008	Los Angeles, CA	Yes	Non Exempt	RL272-64-10213	
8/135	Rhino Tractor	Louis Heller	\$47,940.08	\$2,250.69	6 Yrs	1H9H3CA85CF027009	Los Angeles, CA	Yes	Non Exempt	RL272-64-10213	
8/136	Rhino Tractor	Louis Heller	\$47,940.08	\$2,250.69	6 Yrs	1H9H3CA81CF027010	Los Angeles, CA	Yes	Non Exempt	RL272-64-10213	
8/137	Rhino Tractor	Louis Heller	\$47,940.08	\$2,250.69	6 Yrs	1H9H3CA83CF027011	Los Angeles, CA	Yes	Non Exempt	RL272-64-10213	
8/138	Rhino Tractor	Louis Heller	\$47,940.08	\$2,250.69	6 Yrs	1H9H3CA85CF027012	Los Angeles, CA	Yes	Non Exempt	RL272-64-10213	
8/139	Rhino Tractor	Louis Heller	\$47,940.08	\$2,250.69	6 Yrs	1H9H3CA87CF027013	Los Angeles, CA	Yes	Non Exempt	RL272-64-10213	
8/140	Rhino Tractor	Louis Heller	\$47,940.08	\$2,250.69	6 Yrs	1H9H3CA89CF027014	Los Angeles, CA	Yes	Non Exempt	RL272-64-10213	
8/141	Rhino Tractor	Louis Heller	\$47,940.08	\$2,250.69	6 Yrs	1H9H3CA80CF027015	Los Angeles, CA	Yes	Non Exempt	RL272-64-10213	
8/142	Rhino Tractor	Louis Heller	\$47,940.08	\$2,250.69	6 Yrs	1H9H3CA82CF027016	Los Angeles, CA	Yes	Non Exempt	RL272-64-10213	
8/143	Rhino Tractor	Louis Heller	\$47,940.08	\$2,250.69	6 Yrs	1H9H3CA84CF027017	Los Angeles, CA	Yes	Non Exempt	RL272-64-10213	
8/144	Rhino Tractor	Louis Heller	\$47,940.08	\$2,250.69	6 Yrs	1H9H3CA86CF027018	Los Angeles, CA	Yes	Non Exempt	RL272-64-10213	
8/145	Rhino Tractor	Louis Heller	\$47,940.08	\$2,250.69	6 Yrs	1H9H3CA88CF027019	Los Angeles, CA	Yes	Non Exempt	RL272-64-10213	
8/146	Rhino Tractor	Louis Heller	\$47,940.08	\$2,250.69	6 Yrs	1H9H3CA84CF027020	Los Angeles, CA	Yes	Non Exempt	RL272-64-10213	
8/147	Rhino Tractor	Louis Heller	\$47,940.08	\$2,250.69	6 Yrs	1H9H3CA86CF027021	Los Angeles, CA	Yes	Non Exempt	RL272-64-10213	
8/148	Rhino Tractor	Louis Heller	\$47,940.08	\$2,250.69	6 Yrs	1H9H3CA88CF027022	Los Angeles, CA	Yes	Non Exempt	RL272-64-10213	
8/149	Rhino Tractor	Louis Heller	\$47,940.08	\$2,250.69	6 Yrs	1H9H3CA8XCF027037	Shreveport, LA	Yes	Non Exempt	RL272-64-10213	
8/150	Rhino Tractor	Louis Heller	\$47,940.08	\$2,250.69	6 Yrs	1H9H3CA81CF027038	Lafayette, LA	Yes	Non Exempt	RL272-64-10213	
8/151	Rhino Tractor	Louis Heller	\$47,940.08	\$2,250.69	6 Yrs	1H9H3CA83CF027039	Dallas, TX	Yes	Non Exempt	RL272-64-10213	
8/152	Rhino Tractor	Louis Heller	\$47,940.08	\$2,250.69	6 Yrs	1H9H3CA8XCF027040	San Antonio, TX	Yes	Non Exempt	RL272-64-10213	
8/153	Rhino Tractor	Louis Heller	\$47,940.08	\$2,250.69	6 Yrs	1H9H3CA81CF027041	Dallas, TX	Yes	Non Exempt	RL272-64-10213	
8/154	Rhino Tractor	Louis Heller	\$47,940.08	\$2,250.69	6 Yrs	1H9H3CA83CF027042	Tuscon, AZ	Yes	Non Exempt	RL272-64-10213	

Acceptance Suppl. #8 \$1,006,741.63 \$47,264.51

Acceptance Suppl. #9 \$ 790,323.00 \$37,104.08

Totals: \$1,797,064.63 \$84,368.59